

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE VEECO INSTRUMENTS INC.	:	
SECURITIES LITIGATION	:	No. 7:05-MD-01695-CM
	:	
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	:	
THIS DOCUMENT RELATES TO:	:	
ALL ACTIONS	:	
	:	
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**DECLARATION OF ROBERT F. SERIO IN SUPPORT OF DEFENDANTS'  
MOTION TO DISMISS THE CONSOLIDATED AMENDED COMPLAINT**

GIBSON, DUNN & CRUTCHER LLP  
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*Attorneys for Defendants Veeco Instruments Inc.,  
Edward H. Braun, John F. Rein, Jr. and John P.  
Kiernan*

December 2, 2005

ROBERT F. SERIO declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner of the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr., and John P. Kiernan in this action.

2. Attached hereto as Exhibit A is a true and correct copy of the November 3, 2003 press release of Veeco Instruments Inc. announcing the TurboDisc acquisition.

3. Attached hereto as Exhibit B is a true and correct copy of the transcript of a November 3, 2003 conference call regarding the TurboDisc acquisition.

4. Attached hereto as Exhibit C is a true and correct copy of the Form 10-K filed for Veeco Instruments Inc. for the year ended December 31, 2003.

5. Attached hereto as Exhibit D is a true and correct copy of the Form 10-K filed for Veeco Instruments Inc. for the year ended December 31, 2004.

6. Attached hereto as Exhibit E is a true and correct copy of the February 11, 2005 press release of Veeco Instruments Inc.

7. Attached hereto as Exhibit F is a chart of the closing prices of Veeco Instruments Inc. publicly traded stock for all business days on and between February 10, 2005, and December 1, 2005.

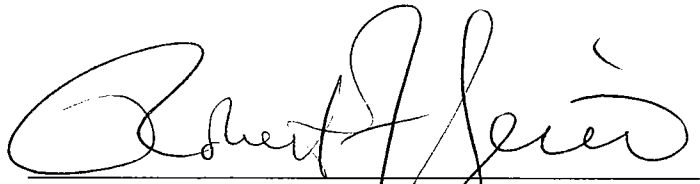
8. Attached hereto as Exhibit G is a true and correct copy of a webpage from the Veeco Instrument Inc. website listing all of its global offices, *available at* <http://www.veeco.com/html/offices.asp>.

9. Attached hereto as Exhibit H is a true and correct copy of Accounting Research Bulletin No. 43.

10. Attached hereto as Exhibit I is a true and correct copy of a contract dated October 2003 relating to the sale of Veeco Instrument Inc.'s MOCVD production systems to the Sanan Group (the "Sanan Group purchase contract").

11. Attached hereto as Exhibit J is a true and correct copy of Statement of Financial Accounting Standards No. 5, Accounting for Contingencies.

Executed on December 2, 2005.



Robert F. Serio